

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

TOWN NORTH BANK, N.A.,	§	
	§	
Plaintiff,	§	
	§	
v.	§	
	§	
SHAY FINANCIAL SERVICES, INC.,	§	
UBS FINANCIAL SERVICES INC.,	§	
MORGAN STANLEY & CO. LLC,	§	CIVIL ACTION NO. 3:11-cv-03125-L
MERRILL LYNCH & CO., INC.,	§	
MERRILL LYNCH, PIERCE, FENNER	§	
& SMITH INCORPORATED, and	§	
J.P. MORGAN SECURITIES LLC,	§	
Successor In Interest to	§	
BEAR STEARNS & CO. INC.,	§	
	§	
Defendants.	§	

**APPENDIX IN SUPPORT OF MOTION TO DISMISS  
PLAINTIFF'S AMENDED COMPLAINT AGAINST DEFENDANTS  
UBS FINANCIAL SERVICES INC., MORGAN STANLEY & CO. LLC,  
MERRILL LYNCH & CO., INC., MERRILL LYNCH, PIERCE,  
FENNER & SMITH INC., AND J.P. MORGAN SECURITIES LLC**

Defendants UBS Financial Services Inc., Morgan Stanley & Co. LLC, Merrill Lynch & Co., Inc., Merrill Lynch, Pierce, Fenner & Smith Inc., and J.P. Morgan Securities LLC file this Appendix in Support of Motion to Dismiss Plaintiff's Amended Complaint Against Defendants UBS Financial Services Inc., Morgan Stanley & Co. LLC, Merrill Lynch & Co., Inc., Merrill Lynch, Pierce, Fenner & Smith Inc., and J.P. Morgan Securities LLC.

Dated: May 18, 2012

Respectfully submitted,

FULBRIGHT & JAWORSKI L.L.P.

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**CERTIFICATE OF SERVICE**

I hereby certify that on this 18th day of May, 2012, I electronically filed the foregoing document with the clerk of court for the U.S. District Court, Northern District of Texas, using the electronic case filing system of the court. The electronic case filing system sent a Notice of Electronic Filing to the attorneys of record who have consented in writing to accept this notice as service of this document by electronic means.

/s/ Nicholas K. Taunton

Nicholas K. Taunton

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